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May 18, 2018

Via Electronic Filing


Brinda Westbrook-Sedgwick, Commission Secretary
District of Columbia Public Service Commission
1325 G Street, NW, Suite 800
Washington, DC 20005

Re: Joint Application of MLN TopCo Ltd., Mitel Networks Corporation, and Mitel Cloud Services, Inc. f/k/a Mitel NetSolutions, Inc. for Approval to Transfer of Control of Mitel Cloud Services, Inc. to MLN TopCo Ltd.

Dear Ms. Westbrook-Sedgwick:

Attached for filing with the Commission is the above-referenced Joint Application. Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Andrew D. Lipman
Russell M. Blau
Denise S. Wood

Counsel to Transferee

cc: Office of People's Counsel
1133 15th Street N.W., Suite 500
Washington, D.C. 20005

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**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE DISTRICT OF COLUMBIA**

In the Matter of the Joint Application of

**MLN TopCo Ltd.,
Mitel Networks Corporation, and
Mitel Cloud Services, Inc.
f/k/a Mitel NetSolutions, Inc.**

for Approval to Transfer Control of Mitel Cloud Services, Inc. to MLN TopCo Ltd.

Case No. _____

JOINT APPLICATION FOR APPROVAL TO TRANSFER CONTROL

MLN TopCo Ltd. (“TopCo” or “Transferee”); Mitel Networks Corporation (“Mitel” or “Transferor”); and Mitel Cloud Services, Inc. (“MCSI” or “Licensee”) (collectively, “Applicants”), by their undersigned representatives and pursuant to 15 DCMR § 2511.2, hereby respectfully request approval, to the extent required, to transfer control of MCSI to Transferee.¹

In support of this Application, Applicants provide the following information:

I. APPLICANTS

A. Mitel Networks Corporation (Transferor)

Mitel, a widely-held Canadian corporation (NASDAQ: MITL), is a leading global provider of cloud and on-site communications and collaboration solutions for business customers, serving more than 70 million end users around the world. Since 2011, Mitel has fundamentally reoriented its business from an on-site or premise-based unified communications and telephony business to become a diverse global market leader with established positions in next-generation cloud and

¹ Applicants also note that on April 18, 2018, MCSI and Mitel filed a Notice of the transfer of control of MCSI from Mitel (Delaware), Inc. to Mitel Networks, Inc. (fka ShoreTel, Inc.), resulting from an internal restructuring.

enterprise markets. These solutions enable customers to realize significant cost benefits and to conduct business more efficiently and effectively by enabling enhanced communications, information sharing and collaboration within a business and with customers, partners and suppliers. Mitel is headquartered in Ottawa, Canada, with offices, partners and resellers worldwide.

B. Mitel Cloud Services, Inc. (Licensee)

MCSI, a Texas corporation and wholly owned indirect subsidiary of Mitel, resells local communications services; domestic and international long-distance services; calling card services; 800 services; dedicated data services; Internet, DSL, MPLS services and Web voice and videoconferencing; disaster recovery solutions; and network monitoring and management. MCSI resells telecommunications services through its agreements with major U.S. long-distance carriers. In addition, MCSI is licensed as a competitive local exchange and interexchange carrier throughout the United States, and registered as an interconnected VoIP provider and wireless/CMRS reseller in numerous states. In the District of Columbia, MCSI was approved by the Commission to provide local exchange telecommunications services on October 4, 2007 (Order No. 14593). MCSI is also a provider of interexchange, CMRS, and VOIP services in the District of Columbia. MCSI is also authorized by the FCC to provide domestic and international telecommunications services.

Additional information concerning Licensee's legal, technical, managerial and financial qualifications has been submitted to the Commission with its filings for certification and is therefore already a matter of public record. Licensee requests that the Commission take official notice of these existing descriptions of Licensee's qualifications and incorporate them by reference herein.

C. MLN TopCo Ltd. (Transferee)

TopCo is a Cayman Islands exempted company formed for the purposes of implementing the Transaction. TopCo is a wholly owned subsidiary of Searchlight II MLN, L.P., a Cayman Islands exempted limited partnership and master aggregator of an investor group led by funds

affiliated with Searchlight Capital Partners, L.P. (“Searchlight”). Searchlight is a leading private equity investment group and has worked successfully in partnership with leading businesses throughout North America and Europe. Searchlight derives value through thoughtful strategic direction, operational expertise and deep industry knowledge. Searchlight’s funds invest in companies across various sectors, including communications, media, consumer, and business services.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Arrangement Agreement (the “Agreement”), dated as of April 23, 2018, by and between Mitel, MLN AcquisitionCo ULC (“MLN”),² and TopCo, MLN will acquire all of the issued and outstanding common shares in the capital of Mitel in an all-cash transaction valued at approximately \$2.0 billion, including Mitel’s net debt. Subsequently, Mitel and MLN will amalgamate under Canadian law to form a new combined entity, Mitel Networks ULC (“New Mitel”), a British Columbia unlimited liability company. The shares in Mitel’s U.S. subsidiaries will be transferred from New Mitel to MLN US HoldCo LLC, a Delaware limited liability company, through a series of steps. As a result, at the closing of the Transaction, Licensee will become a wholly owned indirect subsidiary of TopCo through a number of intermediate holding companies.

After the Transaction closes, Robert Agnes, the current Director, Chairman and President of MCSI, will continue to serve in his existing role. The Transaction will occur entirely at the holding company level and will have no adverse impact on Licensee’s customers. As such, the Transaction will not result in service disruption, termination, or customer confusion. Diagrams depicting the pre- and post-Transaction corporate ownership structure of Licensee are appended hereto at **Exhibit A**.

² MLN AcquisitionCo ULC is an unlimited liability company organized under the laws of British Columbia, Canada, formed for purposes of effectuating the Transaction. As described herein, MLN will be amalgamated into New Mitel and will have no separate existence following the completion of the Transaction.

III. DESIGNATED CONTACTS

The designated contacts for questions concerning this filing are:

For Transferee to:

Andrew D. Lipman
Russell M. Blau
Denise S. Wood
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With a copy to:

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Searchlight Capital Partners, L.P.
22 Adelaide Street West
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Canada
Tel: 416-352-5001
Fax: 416-352-5001
nnurmohamed@searchlightcap.com

For Transferor and Licensee to:

Patrick S. Campbell
Paul, Weiss, Rifkind, Wharton & Garrison
LLP
2001 K Street, NW
Washington, DC 20006-1047
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With a copy to:

Gregory Hiscock
VP, General Counsel & Corporate Secretary
Mitel Networks Corporation
350 Legget Drive
Ottawa, Ontario K2K 2W7
CANADA
Tel: 613-691-3813
Fax: 613-591-2322
greg.hiscock@mitel.com

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the Transaction described herein will serve the public interest. Licensee will continue to be managed and operated by the same officers and personnel, but will be supplemented by management of Transferee. The Transaction will provide MCSI with access to Transferee and the Searchlight-managed investor group's financial and operational expertise, permitting MCSI to continue to provide robust unified communications solutions to its customers and to better compete in the telecommunications marketplace. Transferee and its affiliates will seek to

build on MCSI's existing assets, support investment in new infrastructure and continue to offer innovative and high-quality services to existing customers.

The proposed Transaction will have no adverse impact on customers and will not alter the manner of service delivery or billing. Transferee further intends that MCSI's existing management team will remain in place and that MCSI's managerial, technical and operational standards will be maintained. MCSI will continue to comply with existing contracts and tariffs, as applicable, subject to change in the ordinary course of business and in accordance with applicable law.

V. QUALITY OF SERVICE

TopCo is managerially, technically, and financially well-qualified to complete the Transaction. Biographies of Transferee's key management demonstrating such qualifications are provided as Exhibit B. Supported by the experienced management and financial resources of Transferee, MCSI will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services.

VI. FINANCIAL INFORMATION

Upon completion of the Transaction, MCSI will continue to be financially capable of fulfilling all the requirements as a competitive, non-dominant telecommunications carrier in the District of Columbia. Transferee is financially well-qualified to become their new ultimate owner and to provide the financial stability for them to succeed in the ever-increasing competitive telecommunications marketplace.

VII. 15 DCMR § 2511.2(d) STANDARDS

Pursuant to 15 DCMR § 2511.2(d), Applicants address the following five standards:

(1) How will the proposed transaction affect competition in the District of Columbia?

The Transaction will not adversely affect competition in the District of Columbia because MCSI will continue to operate in the District of Columbia immediately following completion of the Transaction. The Transaction will help strengthen the competitive position of MCSI and the combined companies will be able to compete more effectively against incumbent carriers and larger competitive carriers.

(2) How will the proposed transaction affect universal service?

The Transaction will not affect universal service. MCSI will continue to contribute to the Universal Service Trust Fund as may be required. Further, MCSI does not receive universal service funds for services they provide in the District of Columbia.

(3) How will the proposed transaction affect public safety and welfare?

The Transaction will not affect public safety and welfare. MCSI will continue to be operated by highly experienced, well-qualified management, operating and technical personnel. Moreover, MCSI will have access to the financial, operational, and managerial resources of the TopCo and the Searchlight-managed investor group.

(4) How will the proposed transaction affect the quality of local telecommunications services?

The Transaction will not affect the quality of local telecommunications services. MCSI will continue to provide the same telecommunications services it currently provides.

(5) How will the proposed transaction affect consumer rights?

The Transaction will not affect consumer rights. The rates, terms, and conditions of service to customers of MCSI will not change as a result of the Transaction.

VIII. CONCLUSION

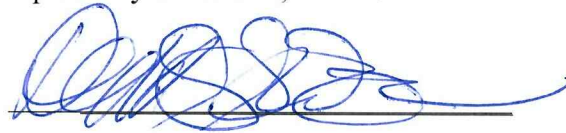
Applicants request that the Commission grant all relief sought herein as expeditiously as possible thus allowing Applicants to close the Transaction as soon as practicable and meet critical business objectives. Accordingly, the Applicants respectfully ask the Commission to approve this Joint Application within 90 days of filing.

Respectfully submitted,

/s/

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Counsel for Transferor and MCSI



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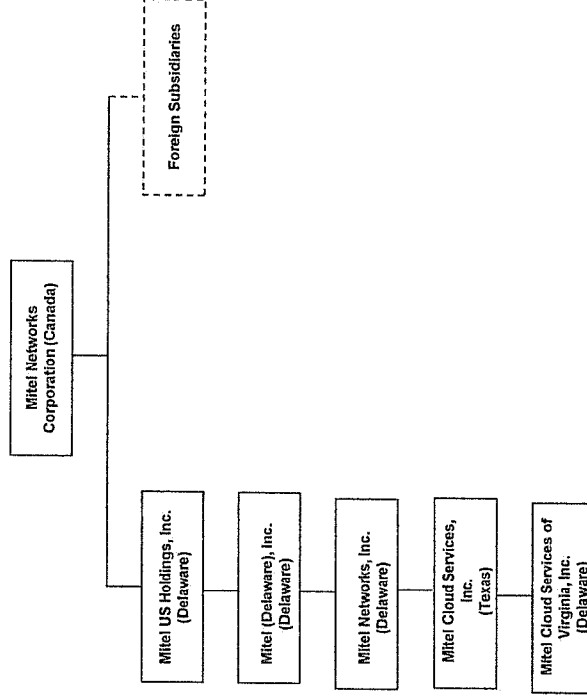
Counsel for Transferee

Dated: May 18, 2018

EXHIBIT A

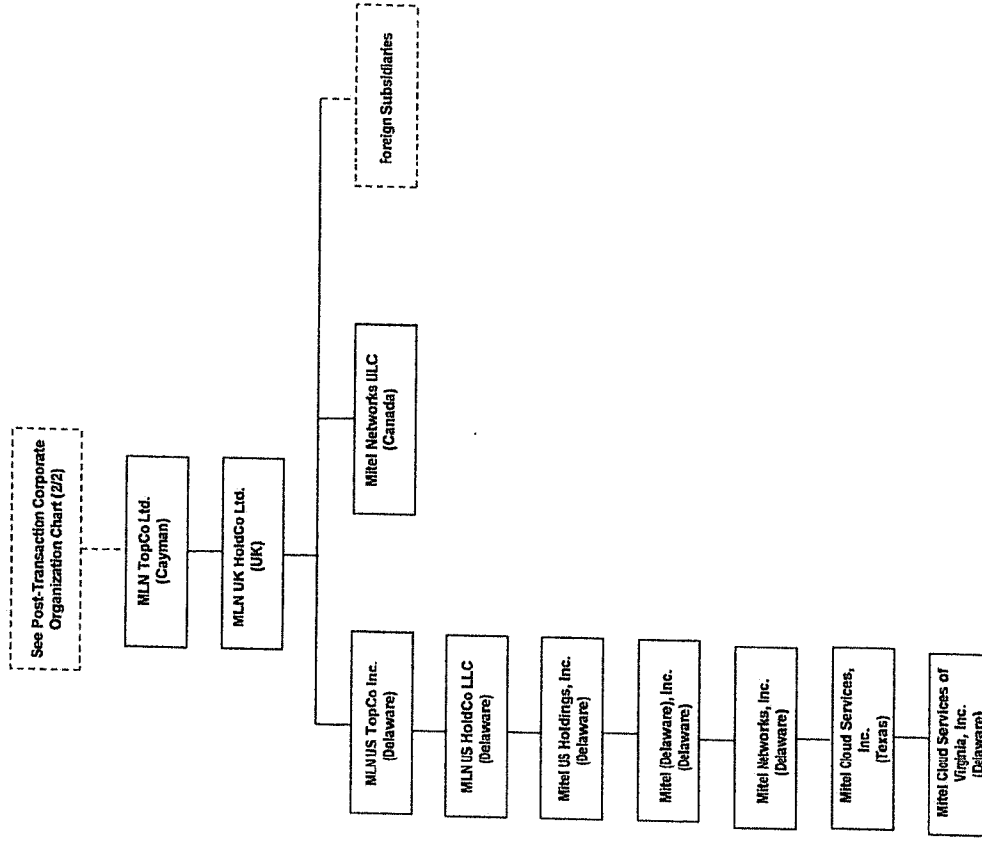
Pre- and Post-Transaction Corporate Ownership Structures

Pre-Transaction Corporate Organization Chart



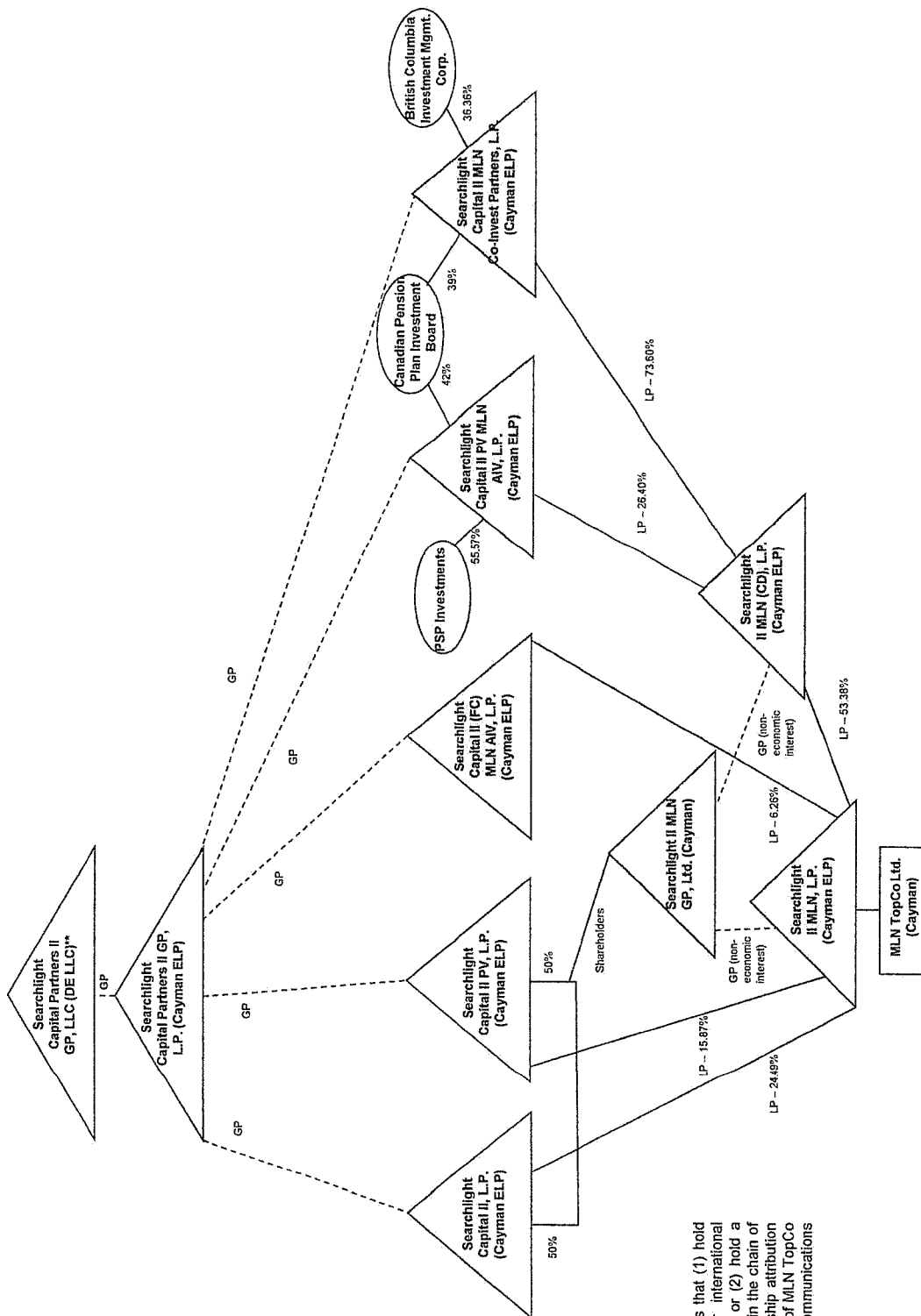
* All solid lines in this chart represent 100% ownership. The entities listed herein only include entities that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the United States or (2) hold a 10% or greater direct or indirect ownership interest in the chain of ownership of those entities, based on FCC ownership attribution rules. The chart excludes subsidiaries and affiliates of MLN TopCo Ltd. that do not hold authorization to provide telecommunications services in the United States.

Post-Transaction Corporate Organization Chart (1/2)



* All solid lines in this chart represent 100% ownership. The entities listed herein only include entities that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the United States or (2) hold a 10% or greater direct or indirect ownership interest in the chain of ownership of those entities, based on FCC ownership attribution rules. The chart excludes subsidiaries and affiliates of MLN TopCo Ltd. that do not hold authorization to provide telecommunications services in the United States.

Post-Transaction Corporate Organization Chart (2/2)



* The entities listed herein only include entities that (1) hold authorization to provide interstate or international telecommunications services in the United States or (2) hold a 10% or greater direct or indirect ownership interest in the chain of ownership of those entities, based on FCC ownership attribution rules. The chart excludes subsidiaries and affiliates of MLN Topco Ltd. that do not hold authorization to provide telecommunications services in the United States.

EXHIBIT B

Management Biographies

Andrew Frey – Director, Searchlight Capital. Prior to joining Searchlight in 2011, Mr. Frey worked at Quadrangle Group in New York where he primarily focused on telecommunications and technology investments. He also held positions at TPG Capital in London and Blackstone in New York. He started his career at Lehman Brothers in New York in 1997 as an Analyst in the media and communications group. Mr. Frey received a BS in Finance and BAS in Systems Engineering from the University of Pennsylvania.

Robert Agnes – Director, Chairman & President, Mitel Cloud Services, Inc. Bob Agnes is EVP of Mitel's Products and Solutions, responsible for Mitel's full portfolio of on-site and cloud products and solutions. In this role, Bob also leads product strategy and development, operations and supply chain, and customer quality. Previously, Bob was EVP and President of Mitel's Enterprise Division, responsible for strengthening and growing this important foundational business, and was EVP and General Manager of Mitel's Asia-Pacific Operations.

Bob brings more than 30 years of experience in global telecommunications organizations. He began his career as a software engineer with Hamilton Standard, a subsidiary of United Technologies. He then moved to Tektronix, Inc., where he held various roles and led several key businesses, including as Vice President and General Manager of the company's video business, Vice President and General Manager of Tektronix Berlin, head of Sales and Operations in the Pacific region, and Vice President of Strategic Initiatives.

Through his career, Bob has also held the following positions: President of Asia-Pacific for Lectra S.A.; Senior Vice President of Worldwide Sales and Marketing for X-Rite America, Inc.; Senior Vice President, Worldwide Marketing; and President of Asia-Pacific for PartMiner Worldwide, Inc.

Bob earned his Associate of Science in Electrical Engineering (ASEE) from Hartford State Technical College (Hartford, Connecticut), and a Bachelor of Science degree in Computer Science from the University of Connecticut School of Engineering. He also holds a Master of Business Administration (MBA) from George Fox University (Newburg, Oregon).

Steven E. Spooner – Director & Vice President, Mitel Cloud Services, Inc. With more than 35 years in the high-tech and telecommunications sector, Steve Spooner has a wealth of experience in corporate finance, M&A, corporate governance, strategic business planning and operational leadership.

As Chief Financial Officer for Mitel Networks, Steve has global responsibility for Finance, Legal, M&A, Investor Relations, Leasing, Procurement, Facilities and Internal Audit. Steve's past experience includes roles as CEO, COO and CFO of both emerging and established industry players, including tenures at Digital, Wang, SHL Systemhouse, CrossKeys Systems, Stream Intelligent Networks and Wysdom.

Steve has significant experience in raising capital, most notably having led the largest IPO in Ottawa's history, when Mitel raised \$147M on Nasdaq in April 2010. He has led two cross-border IPOs, overseen numerous M&A transactions and raised several billion dollars in debt and equity financings.

Steve is a member of the Board and member of the Audit Committee for Jamieson Wellness Inc. He sits on the boards of key Mitel subsidiaries. He is also a member of the Carleton University Sprott School of Business Advisory Board. He is active in the Ottawa community, particularly supporting health care, and has been a frequent speaker, spokesperson and fundraiser for The Ottawa Hospital Foundation. He is also a sought-out speaker on such topics as going public, M&A integration, managing growth and building a high-performance finance team.

Steve obtained his CA designation in 1982 and was elected a Fellow Chartered Accountant in 2011. He received his FCPA in 2013. He is a graduate of Carleton University (Honors Bachelor of Commerce, 1980). He also holds the ICD.D professional director designation (2009) from the Institute of Corporate Directors.

Gregory J. Hiscock – Director & Secretary, Mitel Cloud Services, Inc. Greg brings more than 20 years of legal experience - the last 16 years in the advanced technology and telecommunications sectors - to his position as Vice President Legal and General Counsel at Mitel Networks Corporation (TSX:MNW / Nasdaq:MITL).

Greg is advisor to the Mitel Board of Directors and Committees of the Board, and serves as Mitel's Corporate Secretary. He also serves as a director and Secretary for a number of Mitel's global subsidiaries.

In his role as VP Legal and General Counsel, Greg oversees a global legal team responsible for strategic transactions, mergers and acquisitions, corporate governance, securities and corporate compliance, litigation, regulatory matters, intellectual property, employment-related matters, corporate policies, and general corporate and commercial contracts.

During his legal career, including the past 16 years at Mitel, Greg worked as in-house counsel at Orchestream Canada (formally CrossKeys Systems), and prior to that in private practice.

VERIFICATIONS

CANADA

PROVINCE OF ONTARIO

§
§ ss:
§

VERIFICATION

I, Gregory Hiscock, state that I am Vice President, General Counsel, Corporate Secretary, and Director of Global Ethics & Compliance of Mitel Networks Corporation; that I am authorized to make this Verification on behalf of Mitel Networks Corporation and its subsidiaries, including Mitel Cloud Services, Inc. (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

Gregory Hiscock
Vice President, General Counsel, Corporate
Secretary, and Director of Global Ethics &
Compliance
Mitel Networks Corporation

Sworn and subscribed before me this 10th day of May, 2018.

Notary Public

My commission expires _____

**Sandra Lee Felskie, Notary Public, City
of Ottawa, limited to the attestation of
instruments and the taking of affidavits,
for Mitel Networks Corporation and its
subsidiaries, associates and affiliates.
Expires April 27, 2021.**

STATE OF NEW YORK
COUNTY OF NEW YORK

§
§ SS:
§

VERIFICATION

I, Andrew Frey, state that I am an Authorized Person of Searchlight Capital Partners, L.P.; that I am authorized to make this Verification on behalf of Searchlight Capital Partners, L.P. and its affiliates, including MLN TopCo, Ltd. (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Andrew Frey
Authorized Person
Searchlight Capital Partners, L.P.

Sworn and subscribed before me this 11 day of May, 2018.



Notary Public

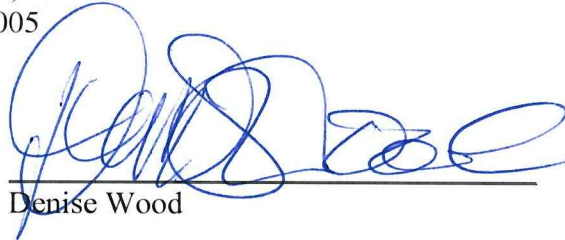
My commission expires _____

DIANA R. HEINTZ
Notary Public - State of New York
No. 01HE6241289
Qualified in New York County
My Commission Expires May 16, 20 19

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 18 day of May, 2018, a copy of the foregoing Joint Application of MLN TopCo Ltd., Mitel Networks Corporation, and Mitel Cloud Services, Inc. f/k/a Mitel NetSolutions, Inc. for Approval to Transfer Control of Mitel Cloud Services, Inc. to MLN TopCo Ltd., as filed with the Delaware Public Service Commission was served by first class U.S. mail, postage prepaid on the following:

Office of People's Counsel
1133 15th Street N.W., Suite 500
Washington, D.C. 20005



Denise Wood